

**ITEL**  
**CORPORATION**

RECORDATION NO. 8838-14 Filed & Recorded

TRANSPORTATION SERVICES GROUP JAN 9 1978 -2 25 PM

January 4, 1978 INTERSTATE COMMERCE COMMISSION

Hon. H. G. Homme  
Acting Secretary,  
Interstate Commerce Commission  
Washington, D. C. 20423

Dear Sir:

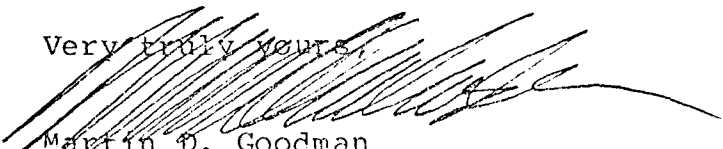
On December 30, 1977, SSI Rail Corp. was merged into Itel Corporation, a Delaware corporation, of One Embarcadero Center, San Francisco, California, 94111. In the future, all business formerly conducted by SSI Rail Corp. will be conducted in the name of Itel Corporation, Rail Division.

Itel Corporation, Rail Division, has assumed all of the obligations of SSI Rail Corp. under the conditional sale agreement and leases which are set forth on Exhibits A, B and C to this letter. Exhibit A sets forth the conditional sale agreements under which SSI Rail Corp. was the purchaser. Exhibit B sets forth the dates of the leases and the lessor under such leases where SSI Rail Corp. is the lessee. Exhibit C sets forth the dates of the leases and the lessee under such leases where SSI Rail Corp. is the lessor.

Also enclosed herewith is our check in the amount of \$520.00 in payment of the Commission's fee of \$10.00 for each cross-referencing.

I would appreciate your cross-referencing all of the filings set forth on Exhibits A, B and C to indicate that SSI Rail Corp is now known as Itel Corporation, Rail Division. Sixty (60) copies of this letter are enclosed so that you may place one copy in each of your files and return the remaining ones to Sullivan and Worcester who will be filing this letter on our behalf.

Very truly yours,

  
Martin D. Goodman  
Vice President-Legal Services

MDG:md  
Enc.

EXHIBIT B

| <u>Lessor<br/>Under<br/>Lease</u>                | <u>Date of<br/>Lease</u> | <u>Date and Time<br/>of Filing of<br/>Lease with<br/>ICC</u> | <u>ICC<br/>Recordation<br/>Number<br/>for Lease</u> |
|--|--------------------------|--|---|
| Birmingham Trust National<br>Bank, as trustee    | 4/1/76                   | 10:30 A.M.<br>4/22/76  | 8298-B  |
| First Security Bank of Utah,<br>N.A., as trustee | 3/15/76                  | 11:45 A.M.<br>5/12/76  | 8322-B  |
| McDonnell Douglas Finance<br>Corporation         | 3/16/76                  | 2:20 P.M.<br>3/26/76   | 8246  |
| Rainier Bank Equipment<br>Leasing, Inc.          | 3/31/77                  | 11:20 A.M.<br>4/1/77   | 8770  |
| Seattle First National Bank                      | 2/18/76                  | 2:10 P.M.<br>2/23/76   | 8219  |
| Pittsburgh National Bank<br>of Detroit           | 7/20/77                  | 3:30 P.M.<br>7/20/77   | 8837-A  |
| Mellon National Leasing<br>Company               | 11/23/76                 | 1:45 P.M.<br>12/14/76  | 8610  |
| North Carolina National<br>Bank                  | 7/18/77                  | 3:30 P.M.<br>7/20/77   | 8838-A  |
| Schuler Industries, Inc.                         | 11/1/77                  | 1:10 P.M.<br>11/4/77   | 9050-A  |
| Manufacturers Hanover Leasing<br>Corporation     | 6/28/77                  | 2:30 P.M.<br>6/30/77   | 8870  |

## EXHIBIT C

Page 1

| <u>Lessee<br/>under Lease</u>                            | <u>Date of<br/>Lease</u> | <u>Date &amp; Time of<br/>Filing of Lease<br/>with ICC</u> | <u>ICC Recordation<br/>Number for Lease</u> |
|--|--------------------------|--|---|
| Apache Railway<br>Company                                | 6/1/76                   | 2/23/77<br>11:40 a.m.                                      | 8709  |
| Apalachicola<br>Northern Railroad<br>Company             | 1/25/77                  | 7/20/77<br>3:45 p.m.                                       | 8796-C                                      |
| Arkansas & Louisiana<br>Missouri Railway                 | 6/14/77                  | 10/21/77<br>1:05 p.m.                                      | 9049  |
| Ashley Drew &<br>Northern Railway<br>Company             | 3/29/77                  | 5/27/77<br>1:45 p.m.                                       | 8837  |
| Atlanta & St.<br>Andrews Bay Railroad<br>Company         | 9/1/75                   | 4/26/76<br>2:20 p.m.                                       | 8246-B                                      |
| Atlanta & St.<br>Andrews Bay Railroad<br>Company         | 10/5/76                  | 11/19/76<br>10:30 a.m.                                     | 8582  |
| Cadiz Railroad<br>Company                                | 11/10/76                 | 1/10/77<br>2:05 p.m.                                       | 8654  |
| Camino, Placerville<br>and Lake Tahoe Railway<br>Company | 2/9/77                   | 4/27/77<br>12:45 p.m.                                      | 8798  |
| Chattahoochee<br>Industrial Railroad                     | 2/14/77                  | 4/1/77<br>11:20 a.m.                                       | 8770-A                                      |

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Page 2

| <u>Lessee<br/>under Lease</u>                        | <u>Date of<br/>Lease</u> | <u>Date &amp; Time of<br/>Filing of Lease<br/>with ICC</u> | <u>ICC Recordation<br/>Number for Lease</u> |
|--|--------------------------|--|---|
| City of Prineville<br>Railway                        | 4/26/77                  | 7/20/77<br>3:45 p.m.                                       | 8896  |
| Clarendon & Pittsford<br>Railroad Company            | 10/18/76                 | 1/12/77<br>1:45 p.m.                                       | 8658  |
| Corinth & Counce<br>Railroad Company                 | 4/29/77                  | 5/27/77<br>1:45 p.m.                                       | 8838  |
| Escanaba and Lake<br>Superior Railroad<br>Company    | 12/22/76                 | 1/10/77<br>2:05 p.m.                                       | 8653  |
| Green Mountain<br>Railroad Company                   | 8/6/76                   | 10/21/77<br>1:05 p.m.                                      | 9050  |
| Greenville & Northern<br>Railway Company             | 8/6/76                   | 11/25/77<br>1:15 p.m.                                      | 9102  |
| FMC Chemical   | 12/3/76                  | 5/11/77<br>1:15 p.m.                                       | 8809-A                                      |
| Lake Erie, Franklin<br>& Clarion Railroad<br>Company | 1/3/77                   | 1/21/77<br>2:30 p.m.                                       | 8668  |
| Marinette, Tomahawk<br>& Western Railroad Co.        | 3/26/76                  | 6/30/77  | 8871  |

## EXHIBIT C

Page 3

| <u>Lessee<br/>under Lease</u>                       | <u>Date of<br/>Lease</u> | <u>Date &amp; Time of<br/>Filing of Lease<br/>with ICC</u> | <u>ICC Recordation<br/>Number for Lease</u> |
|---|--------------------------|--|---|
| Massena Terminal<br>Railroad Company                | 9/16/77                  | 11/10/77<br>2:20 p.m.                                      | 9074  |
| McCloud River<br>Railroad Company                   | 4/20/77                  | 5/11/77<br>1:15 p.m.                                       | 8819  |
| Meridian & Bigbee<br>Railroad Company               | 6/1/77                   | 11/10/77<br>2:20 p.m.                                      | 9072  |
| Minnesota, Dakota<br>and Western Railway<br>Company | 6/22/76                  | 10/1/76<br>3:30 p.m.                                       | 8501  |
| New Orleans Public<br>Belt Railroad                 | 6/17/77                  | 7/26/77<br>9:15 a.m.                                       | 8904  |
| North Louisiana<br>& Gulf Railroad<br>Company       | 7/21/77                  | 11/10/77<br>2:20 p.m.                                      | 9073  |
| Pearl River Valley<br>Railroad Company              | 3/24/76                  | 8/27/76<br>1:30 p.m.                                       | 8487-A                                      |
| Port Huron & Detroit<br>Railroad Company            | 2/22/77                  | 4/27/77<br>12:45 p.m.                                      | 8799  |
| Providence &<br>Worcester Company                   | 1/14/77                  | 1/21/77<br>2:30 p.m.                                       | 8669  |
| Providence &<br>Worcester Company                   | 9/30/77                  | 11/10/77<br>2:20 p.m.                                      | 9071  |

## EXHIBIT C

Page 4

| <u>Lessee<br/>under Lease</u>  | <u>Date of<br/>Lease</u> | <u>Date &amp; Time of<br/>Filing of Lease<br/>with ICC</u> | <u>ICC Recordation<br/>Number for Lease</u> |
|--|--------------------------|--|---|
| Sabine River &<br>Northern Railroad<br>Company   | 3/26/76                  | 9/1/76<br>1:50 p.m.  | 8272-E                                      |
| Sierra Railroad<br>Company   | 9/1/75                   | 1/18/77<br>3:05 p.m.                                       | 8457  |
| Rockdale, Sandow &<br>Southern Railroad<br>Company                                     | 9/16/77                  | 11/10/77<br>2:20 p.m.                                      | 9075  |
| Terminal Railway<br>Alabama State Docks  | 4/4/77                   | 4/27/77<br>12:45 p.m.                                      | 8797  |
| Texas, Oklahoma<br>and Eastern<br>Railroad Company                                     | 7/11/77                  | 9/8/77<br>11:10 a.m.                                       | 8983  |
| Toledo, Peoria<br>and Western<br>Railroad Company                                      | 1/12/77                  | 1/24/77<br>2:45 p.m.                                       | 8676  |
| Valdosta Southern<br>Railroad Company  | 3/26/76                  | 5/25/76<br>10:45 a.m.                                      | 8343-A                                      |
| Vermont Northern<br>Railroad Company/<br>St. Jojhnnsbury &<br>Lamoille County Railroad | 12/30/75                 | 4/11/77<br>11:30 a.m.                                      | 8457-J<br>8457-K                            |
| Vermont Railway, Inc.  | 12/4/75                  | 3/26/76<br>2:20 p.m.                                       | 8246-B                                      |

**ITT**  
**CORPORATION**  
**RAIL DIVISION**

I, Martin D. Goodman, Secretary of SSI Rail Corp. until December 30, 1977, when it was merged into Itel Corporation, a Delaware corporation, of One Embarcadero Center, San Francisco, California, on the date hereof am a Vice President-Legal Services of Itel Corporation, Transportation Services Group, and as such am authorized to advise you that the facts set forth in my letter to you dated January 4, 1978, to which this statement is attached, are true and correct. Attached hereto as Schedule 1 is a copy of the Certificate of Ownership and Merger evidencing the merger of SSI Rail Corp. into Itel Corporation.

Martin D. Goodman

STATE OF CALIFORNIA) )  
 ) )  
CITY AND COUNTY OF ) )  
SAN FRANCISCO ) )

On this 4th day of January, 1978, before me personally appeared Martin D. Goodman, to me personally known, who, being by me duly sworn, says that he is a Vice President-Legal Services of ITEL Corporation, Transportation Services Group, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

C. H. Kim  
Notary Public



**OFFICIAL SEAL**

C. G. (Notary Seal)  
NOTARY PUBLIC - CALIFORNIA  
CITY & COUNTY OF SAN FRANCISCO  
My Commission expires Mar. 12, 1978

**TWO EMBARCADERO CENTER  
SAN FRANCISCO  
CALIFORNIA 94111  
(415) 955-9090  
TELEX 34-234**

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

ITEL DATA PRODUCTS CORPORATION,  
ITEL CAPITAL SERVICES CORPORATION,  
ITEL DATA SERVICES CORPORATION,  
SSI RAIL CORP.,  
ITEL INSURANCE CORPORATION, and  
ITEL CORPORATION

**ENDORSED  
FILED**

In the office of the Secretary of State  
of the State of California

DEC 30 1977

MARCH FONG EU, Secretary of State

By BILL HOLDEN  
Deputy

INTO

ITEL CORPORATION

\* \* \* \* \*

ITEL Corporation, a corporation organized and existing under the laws of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 6th day of December, 1967, pursuant to the General Corporation Law of the State of Delaware;

SECOND: That this corporation owns all of the outstanding shares of the stock of the following corporations, which were incorporated pursuant to the general corporation laws of the respective states and on the respective dates set forth adjacent to their respective names:

ITEL Data Products Corporation....Delaware....October 3, 1975;

Itel Capital Services Corporation....Delaware....June 22, 1970;

Itel Data Services Corporation....Delaware....May 26, 1969;

SSI RAIL CORP. ....Delaware....May 27, 1975;

ITEL INSURANCE CORPORATION....California....March 24, 1976; and

ITEL Corporation....Nevada....June 18, 1969.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting thereof on November 17, 1977, determined to and did merge into itself said ITEL Data Products Corporation, Itel Capital Services Corporation, Itel Data Services Corporation, SSI RAIL CORP., ITEL INSURANCE CORPORATION, and ITEL Corporation:



WHEREAS, this corporation owns all of the outstanding shares of ITEL Data Products Corporation, ITEL Capital Services Corporation, ITEL Data Services Corporation, SSI RAIL CORP., ITEL INSURANCE CORPORATION, and ITEL Corporation, the first four of which are Delaware corporations, the fifth of which is a California corporation, and the last of which is a Nevada corporation; and

WHEREAS, in the opinion of this Board of Directors it would be in the best interests of this corporation to merge the above wholly-owned subsidiaries into this corporation:

NOW, THEREFORE, BE IT RESOLVED, that this corporation merge, pursuant to the General Corporation Law of the State of Delaware, and it hereby does merge, into itself said wholly-owned subsidiaries; and assume, and it hereby does assume, all of the liabilities and obligations of such corporations; and

RESOLVED FURTHER, that the mergers shall be effective as of the close of business on December 30, 1977; and

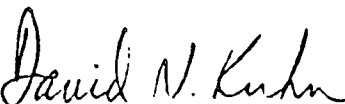
RESOLVED FURTHER, that the proper officers of this corporation be, and they hereby are, directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said wholly-owned subsidiaries, and to assume the liabilities and obligations of such, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of Delaware and a certified copy recorded in the office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect said mergers.

IN WITNESS WHEREOF, ITEL Corporation has caused this certificate to be signed and dated this 16th day of December, 1977.

ITEL Corporation

By   
PETER S. REDFIELD  
President

• ATTEST:

By   
DAVID N. KUHN  
Assistant Secretary



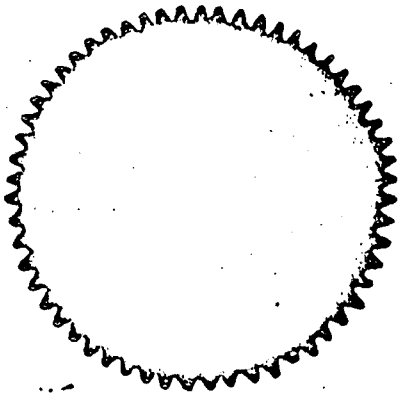
State  
of  
DELAWARE

Office of SECRETARY OF STATE

*I, Glenn C. Kenton Secretary of State of the State of Delaware,  
do hereby certify that the above and foregoing is a true and correct copy of*

Certificate of Ownership of the "ITEL Corporation", a corporation organized and existing under the laws of the State of Delaware, merging "ITEL Data Products Corporation", "Iitel Capital Services Corporation", "Iitel Data Services Corporation" and "SSI RAIL CORP.", corporations organized and existing under the laws of the State of Delaware, "ITEL INSURANCE CORPORATION", a corporation organized and existing under the laws of the State of California and "ITEL Corporation", a corporation organized and existing under the laws of the State of Nevada, pursuant to Section 253 of the General Corporation Law of the State of Delaware, as received and filed in this office the twenty-second day of December, A.D. 1977, at 10 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand  
and official seal at Dover this* twenty-second *day*  
*of* December *in the year of our Lord*  
*one thousand nine hundred and* seventy-seven.



*Glenn C. Kenton*

Glenn C. Kenton, Secretary of State

*John D. ...*